

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*¹,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)

Re: 9/22/03 Agenda Item No(s). 3 & 5
Various Docket Numbers²

**CERTIFICATION OF COUNSEL REGARDING ORDER
APPROVING QUARTERLY FEE APPLICATIONS FOR THE
EIGHTH PERIOD AND CERTAIN PRIOR AMOUNTS**

1. The undersigned counsel hereby submits, on behalf of the Fee Auditor, Warren H. Smith, the proposed *Order Approving Quarterly Fee Applications for the Eighth Period and Certain Prior Amounts* (the "Order"). The Order is attached hereto as Exhibit 1.

2. The amounts set forth in the Order are the amounts that the Fee Auditor recommends the Court approve for payment.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Re. Docket Numbers: 3458, 3563, 3737, 3749, 3758, 3765, 3782, 3787, 3788, 3789, 3790, 3791, 3798, 3800, 3802, 3809, 3811, 3815, 3824, 3848, 3852, 3853, 3864, 3876, 3892, 3893, 3914, 3915, 3920, 3922, 3938, 3939, 3941, 4268, 4402.

3. The respective Interim Fee Applications are scheduled to be heard at the September 22, 2003 omnibus hearing.

4. The Fee Auditor was able to complete its review of the Eighth Quarterly Fee Application of Nelson Mullins Riley and Scarborough, LLP in time to recommend its approval to the Court as set forth on the Exhibit A attached to the Order. However, the objection deadline for this fee application is set for September 29, 2003, a week after the hearing on the Eighth Quarterly Fee Applications. The Fee Auditor has incorporated specific language in the proposed Order addressing the outstanding objection deadline.

Dated: September 16, 2003

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